FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SEC Mali Vizil Processing Section

OCT 0.6 2008

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6) AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL								
OMB NUMBER: Expires: Estimated average b hours per response								

	SEC USE ONLY	
Prefix		Serial
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	Date Received	_
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Washington, DC

11179		
	an amendment and name has changed, and indicate change	e.)
Sale and Issuance of Promissory Notes a	and Warrants of RedRoller Holdings, Inc.	
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ☒ Rule 506 □	Section 4(6) ULOE
Type of Filing: New Filing] Amendment	· · · · ·
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about	the issuer	
Name of Issuer (Check if this is an	amendment and name has changed, and indicate change.)	
RedRoller Holdings, Inc.		
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Soundview Plaza, 1266 East Main Street	, Stamford, CT 06902-3546	203-852-0100
Address of Principal Business Operation	s (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)		
		1 10 6 15 4 9 10 1 1 15 16 9 10 0 6 15 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Brief Description of Business		1 1828/4 4 9 00 1 1848 4 9 00 1848 4 4 9 0 1848 4 4 9 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
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Developer and marketer of remotely-h	osted and integrated shipping software.	08061817
T	==	
Type of Business Organization	m Marka Languag Alba Alang An Arang Languag	(- st / n1 : ĉ -) .
□ corporation □ business trust	☐ limited partnership, already formed ☐ limited partnership, to be formed	other (please specify):
Dustriess trust		
	Month Ye	ear S
Actual or Estimated Date of Incorporatio	on or Organization:	
•	ition: (Enter two-letter U.S. Postal Service abbreviation for	State:
	CN for Canada; FN for other to reign in right and I	DE
	, , , , , , , , , , , , , , , , , , , ,	
GENERAL INSTRUCTIONS	OCT 1 4 2008	
Federal:	40. 2 - 2000	191
	THAT WAS DELITE	rne ``

Who Must File: All issuers making an offering of securities in reliance product and the degular on D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
Van Wyck, William J.					
Business or Residence Address	(Numb	er and Street, City, State, 2	Lip Code)		
c/o RedRoller Holdings, Inc., Sou	ındview Plaza, 126	66 East Main Street, Stamfo	ord, CT 06902-3546		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)			· · · · · · ·	
Crowell, Robert J.					
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		
c/o RedRoller Holdings, Inc., Sou	ındview Plaza, 126	i6 East Main Street, Stamfo	ord, CT 06902-3546		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				r
Taylor, Mark A.					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
c/o RedRoller Holdings, Inc., Sou	ındview Plaza 126	6 Fact Main Street Stamf	ord CT 06902-3546		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or
					Managing Partner
Full Name (Last name first, if ind	lividual)				
Ordway, Jason T.					
Business or Residence Address	(Numb	er and Street, City, State, 2	Lip Code)		
c/o RedRoller Holdings, Inc., Sou	ındview Plaza, 126	66 East Main Street, Stamfo	ord, CT 06902-3546		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	⊠ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)	-			····
Brooks, Andrew					
Business or Residence Address	(Numb	er and Street, City, State, 2	Lip Code)		
c/o RedRoller Holdings, Inc., Sou	ındview Plaza, 126	66 East Main Street, Stamfo	ord, CT 06902-3546		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)		-	···-	<u> </u>
Rose, Ronald					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
c/o RedRoller, Inc., 50 Day Stree	t, Norwalk, CT 068	854			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or
Full Name (Last name first, if ind	lividual)				Managing Partner
Quinn, Terrance					
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		, <u></u>
c/o RedRoller Holdings, Inc., Sou	ındview Plaza, 126	6 East Main Street, Stamfo	ord, CT 06902-3546		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or
Full Name (Last name first, if ind	lividual)				Managing Partner

Hunt, I. Kendali					
Business or Residence Address	(Numb	er and Street, City, State, 2	(ip Code)		
c/o RedRoller Holdings, Inc., Sou	ındview Plaza, 126	6 East Main Street, Stamfo	ord, CT 06902-3546		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
Pavia, John					
Business or Residence Address	(Numb	er and Street, City, State, Z	Cip Code)		
c/o RedRoller Holdings, Inc., Sou	ındview Plaza, 126	6 East Main Street, Stamfo	ord, CT 06902-3546		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	livídual)				
Tribolet, Michael T.					
Business or Residence Address	(Numb	er and Street, City, State, Z	Zip Code)		
c/o RedRoller Holdings, Inc., Sou	ındview Plaza, 126	6 East Main Street, Stamfo	ord, CT 06902-3546		

				B. INFO	ORMATIC	ON ABOU	Γ OFFERI	NG				
1 1146-2-		_ 11		1							Yes	No
1. Has the iss	iuer sola, o	r does the i	ssuer intend	to sell, to n	on accredi	ted investor	rs in this off	ering?				⊠
			Ans	wer also in .	Appendix,	Column 2,	if filing und	der ULOE.				
2. What is the	e minimum	investmen	t that will b	e accepted f	rom any in	dividual?					\$_N/A	
											Yes	No
3. Does the o	ffering per	mit joint ov	vnership of	a single uni	t?						Ø	
person or	ion for sol	licitation of broker or d	purchasers ealer regist	person who s in connect ered with th persons of su	ion with si e SEC and	ales of sec /or with a s	urities in the	e offering. es, list the r	If a personame of the	on to be list broker or	sted is an dealer. I	n associated f more than
Full Name (L	ast name fi	rst, if indiv	idual)									
N/A												
Business or R	esidence A	ddress (Nu	mber and S	treet, City, S	State, Zip C	ode)						
Name of Asso	ciated Bro	ker or Deal	ег									
States in Whi												
(Check A	All States	[AZ]	aiviauai Sia [AR]	ates) [CA]	[CO]	[CT]	[DE]	[DC]	[FL]		All State [HI]	es [ID]
[IL]	[IN]	(IA)	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[נא]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	ואדן	[UT]	ן דען ודען	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (L	ast name fi	rst, if indiv	idual)		. ,					. ,		
NI/A												
N/A Business or R	esidence A	ddress (Nu	mber and S	treet, City, S	State, Zin C	Inde)						
		(,,,	,,	,						
Name of Asso	ciated Bro	ker or Deal	eг									
States in Whi	ch Person I	isted Has S	Solicited or	Intends to S	olicit Purc	hasers						
											_	*11.0
[AL]	[AK]	(AZ	(AR)	ites) [CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	 [HI]	All States [ID]
[IL-X]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (L					[4.]		(' ' ' '	[,,,-,]	177.1			(, , ,
N/A												
Business or R	esidence A	ddress (Nu	mber and S	treet, City, S	State, Zip C	Code)						
				,,,	,	,						
Name of Asso	ciated Bro	ker or Deal	er									
States in Whie	h Person I	isted Has S	Solicited or	Intends to S	olicit Purci	hasers						···
				ites)								States
[AL] (IL)	[AK] [IN]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	(FL)	[GA]	(HI)	[ID]
(MT)	[NE]	[IA] [NV]	[KS]	(KY)	(LA)	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
(RI)	[SC]	[SD]	[NH] [TN]	[NJ] [TX-X]	(NM) (UT)	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[IXI]	[ac]	اريادا	[114]	[LV-V]	[UI]	[VT]	[VA]	[WA]	[WV]	[WI-X]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount

Type of Security	Aggregate Offering Pric	Amount Already e Sold
Debt	\$150,000.00	\$ <u>150,000,00</u>
Equity	_	_
☑ Common □ Preferred		
Convertible Securities (including warrants)	. \$ _0	s <u> </u>
Partnership Interests		
Other (Specify)		
Total		\$150,000.00
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchas on the total lines. Enter "0" if answer is "none" or "zero."	es Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$150,000.00
Non-accredited Investors	N/A	\$N/A
Total (for filings under Rule 504 only)		_ \$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505	0	
Regulation A	0	<u> </u>
Rule 504	0	<u> </u>
Total	0	\$ <u>0</u>
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		\$_0
Printing and Engraving Costs	••••	□ \$ 0
Legal Fees		⊠ \$ <u>1,500,00</u>
Accounting Fees		\$0
Engineering Fees		□ \$ <u>0</u>
Sales Commissions (specify finders' fees separately)		5 0
Od. F. (Cl. 1952) BL GL F		⊠ \$ 450.00
Other Expenses (identify) Blue Sky Fees	***************************************	■ \$<u>450.00</u>

C. OFFERING PRICE	, NUMBER OF INVESTORS, EXPENSES AND USE	OF P	ROC	EEDS				
and total expenses furnished in response to "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted grused for each of the purposes shown. If the a estimate and check the box to the left of the a	e offering price given in response to Part C - Question 1 o Part C - Question 4.a. This difference is the constant of the issuer used or proposed to be amount for any purpose is not known, furnish an estimate. The total of the payments listed must equal				\$	5 <u>148,</u> 0	<u>050.00</u>	
the adjusted gross proceeds to the issuer set i	orth in response to Part C - Question 4.b above.		Off Dir	ments to ficers, rectors, & filiates	F		ents To hers	
Salaries and fees			s	0		s	0	
Purchase of real estate			s	0		\$	0	
Purchase, rental or leasing and installation	on of machinery and equipment		s_	0	0	s	0	
Construction or leasing of plant building	s and facilities		s	0		\$	0	
Repayment of indebtedness Working Capital Other (specify):		0	s s s	0 0 0 0	0 Ø 0	\$ \$ <u>148</u> \$ \$	0	
Total Payments Listed (column totals ad	ded)			⊠ \$ <u>1</u>	48,05	5 <u>0.00</u>		
	D. FEDERAL SIGNATURE							_
following signature constitutes an undertaking	ned by the undersigned duly authorized person. If this noting by the issuer to furnish to the U.S. Securities and Exchassuer to any non-accredited investor pursuant to paragraph	nge C	omm	ission, up	e 505 on wi	, the ritten	request	
Issuer (Print or Type) RedRoller Holdings, Inc.	Significação		Date	e of v	9/0	K		_
Name of Signer (Print or Type)	Title of Signer (P int of Type)							
William Van Wyck	President							

--- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 prof such rule?	resently subject to any of the disqualification provisions	Yes	No Ø
	See Appendix, Column 5, for state response.		
2. The undersigned issuer hereby undertakes to Form D (17 CFR 239.500) at such times as	furnish to any state administrator of any state in which this notice is filed, a not required by state law.	tice on	
3. The undersigned issuer hereby undertakes to issuer to offerees.	furnish to the state administrators, upon written request, information furnished	by the	
limited Offering Exemption (ULOE) of the	suer is familiar with the conditions that must be satisfied to be entitled to the Ur state in which this notice is filed and understands that the issuer claiming the av- shing that these conditions have been satisfied.		
The issuer has read this notification and knows undersigned duly authorized person.	the contents to be true and has duly caused this notice to be signed on its behalf	by the	
Issuer (Print or Type)	Signature Date	_	
RedRoller Holdings, Inc.	1 / / / / / / / / / / / / / / / / / / /	Po	
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
William Van Wyck	President		

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3			4		Disqual	5 ification
	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Type of security Type of investor and explant waiver of ferring price fferred in state (Part C-Item 2) under Sta (if yes, explant waiver of the control of t		ite ULOE , attach ation of granted) -Item 1)
State	Yes	No	Promissory Notes and Common Stock Warrants \$150,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		⊠	х	l .	\$150,000	0	0		⊠
со									
СТ		Ø							Ø
DE								0	
DC									
FL									
GA									0
HI									
ID									
IL					, ,				
IN									
IA									
KS									
KY		0							
LA									
ME									
MD									
MA									
MI									
MN									
MS									
МО									

APPEN	KIUS	
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1	Intended to non-a	d to sell	3 Type of security		Type of	4 investor and		Disquali under Sta (if yes, explana	te ULOE attach
		rs in State 3-Item 1)	and aggregate offering price offered in state (Part C Item 1)		amount pur	chased in State C-Item 2)		waiver į (Part E-	granted)
State	Yes	No	Promissory Notes and Common Stock Warrants \$150,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МТ									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
ОН									
ок				_					
OR									
PA									
RI									
sc									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
wv									
WI									
WY									
PR									□

